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WATERS CORP /DE/

Form 3

February 11, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement WATERS CORP /DE/ [WAT] Kelly Terrence P (Month/Day/Year) 02/10/2016 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 34 MAPLE STREET (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person (give title below) (specify below) MILFORD, MAÂ 01757 Form filed by More than One President, TA Instruments Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5)

1. Title of Security (Instr. 4)

Direct (D) or Indirect (I) (Instr. 5)

Common Stock

 $D^{(1)}$ 8,204

Common Stock

160.6387 I by ESPP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Conversion Ownership or Exercise Form of Price of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	12/09/2011(2)	12/09/2020	Common Stock	6,400	\$ 79.05	D	Â
Stock Option (Right to Buy)	12/07/2012(3)	12/07/2021	Common Stock	12,800	\$ 79.15	D	Â
Stock Option (Right to Buy)	12/11/2013(4)	12/11/2022	Common Stock	19,200	\$ 87.06	D	Â
Stock Option (Right to Buy)	12/06/2014(5)	12/06/2023	Common Stock	16,000	\$ 98.21	D	Â
Stock Option (Right to Buy)	12/11/2015(6)	12/11/2024	Common Stock	27,000	\$ 113.36	D	Â
Stock Option (Right to Buy)	12/09/2016(7)	12/09/2025	Common Stock	25,330	\$ 128.93	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Kelly Terrence P 34 MAPLE STREET MILFORD, MA 01757	Â	Â	President, TA Instruments	Â		

Signatures

/s/ Terrence P
Kelly

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 10,182 Restricted Stock Units vest 20% per annum for a 5 year period beginning December 6, 2014. A total of 1,978 shares of common stock representing taxes were withheld at vesting dates December 6, 2014 and December 6, 2015.
- (2) The grant of 32,000 options vested 20% per annum for a 5 year period beginning on December 9, 2011.
- (3) The grant of 32,000 options vest 20% per annum for a 5 year period beginning on December 7, 2012.
- (4) The grant of 32,000 options vest 20% per annum for a 5 year period beginning on December 11, 2013.
- (5) The grant of 20,000 options vest 20% per annum for a 5 year period beginning on December 6, 2014.
- (6) These options vest 20% per annum for a 5 year period beginning on December 11, 2015.
- (7) These options vest 20% per annum for a 5 year period beginning on December 9, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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